

**LAW OFFICES OF
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October 12, 2007

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO. 27203 FILED

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SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreements, a primary document, dated as of October 1, 2007. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreements are:

Lessor:

GATX Corporation
Four-Embarcadero Center
Suite 2200
San Francisco, CA 94111

Lessee:

Georgia Power Company
P.O. Box 4545
Atlanta, GA 30302

A description of the equipment covered by the Memorandum of Lease Agreements consists of 160 open top hopper cars numbered GLIX 7001-7160, inclusive.

Honorable Vernon A. Williams

October 12, 2007

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A fee of \$35.00 is enclosed. Please return one copy to:

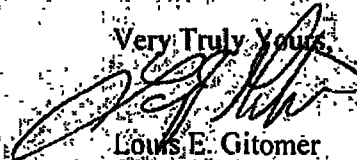
Louis E. Gitomer

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Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreements between GATX Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, and Georgia Power Company, P.O. Box 4545, Atlanta, GA 30302, covering 160 open top hopper cars numbered GLIX 7001-7160, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

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MEMORANDUM OF LEASE AGREEMENTS

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE AGREEMENTS is made as of October 1, 2007, by GATX CORPORATION ("Lessor"), Four Embarcadero Center, Suite 2100, San Francisco, CA 94111.

1. Pursuant to a Railcar Master Net Lease Agreement dated as of March 8, 2004, between Lessor and Georgia Power Company ("Lessee"), Supplement No. 2 thereunder dated as of October 1, 2007 and Supplement No. 3 thereunder dated as of October 1, 2007 (collectively, the "Lease Agreements"), Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, those certain one hundred and sixty (160) automatic discharge, open top hopper cars described on Exhibit A attached hereto (the "Units").
2. The Lease Agreements are effective as of October 1, 2007 and as of such date the Units are subject to all terms and conditions of the Lease Agreements.
3. Pursuant to the Lease Agreements, Lessee has granted Lessor a first priority security interest in the Units.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, Lessor has executed or caused to be executed, this Memorandum of Lease Agreements as of the date first above written.

GATX CORPORATION,

as Lessor

By: 

Name: Bruce A. Shipman

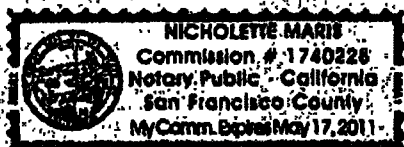
Title: Vice President and Managing Director, Structured Finance

State of California)

County of San Francisco)

On October 11, 2007, before me, Nicholette Maris, Notary Public, personally appeared Bruce A. Shipman, personally known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



Nicholette Maris

Notary Public

My Commission expires: May 17, 2011

EXHIBIT A
TO MEMORANDUM OF LEASE AGREEMENTS
DESCRIPTION OF UNITS AND REPORTING MARKS

The railcars identified as follows: one hundred and sixty (160) new automatic discharge, open-top hopper railcars with the car marks and numbers GLIX 7001 through GLIX 7160, inclusive.